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January 28, 2005

RECORDATION NO. 17952-M FILED

JAN 28 '05 12:55 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: BNSF Railway Company  
Termination of Trust Indenture and Security Agreement (BN 1992-C)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Trust Indenture and Security Agreement (BN 1992-C) dated as of January 28, 2005, between Wilmington Trust Company, as owner trustee (the "Owner Trustee"), and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Trust Indenture and Security Agreement (BN 1992-C), dated as of September 15, 1992, between the Owner Trustee and the Indenture Trustee which was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:40 A.M. under recordation number 17952-A.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration (BN 1992-C)

Indenture Trustee: U.S. Bank National Association  
Goodwin Square  
225 Asylum Street  
Hartford, Connecticut 06103  
Attention: Corporate Trust Services (BN 1992-C)

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The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement consists of all railroad equipment previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented or amended.

A short summary of the document to appear in the index follows:

Termination of Trust Indenture and Security Agreement (BN 1992-C) between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), as indenture trustee, dated as of January 28, 2005.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson  
Michael D. Robson

Enclosures

RECORDATION NO.

17952-M  
FILED

TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT  
(BN 1992-C)

JAN 28 '05 12:55 PM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of January 28, 2005 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and U.S. Bank National Association (successor-in-interest to The Connecticut National Bank), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (BN 1992-C) dated as of September 15, 1992 (as supplemented and amended, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or memorandum thereof) was duly recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on September 29, 1992 at 11:42 A.M. under recordation number 17952-A. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By   
Name: **Kathleen A. Pedelini**  
Title: **Financial Services Officer**

Executed on this \_\_\_\_ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of January, 2005.

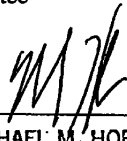
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of January, 2005.

U.S. BANK NATIONAL ASSOCIATION, as  
Indenture Trustee


By  \_\_\_\_\_  
Name: MICHAEL M. HOPKINS  
Title: VICE PRESIDENT

Executed on this 25 day of January, 2005.

STATE OF **Delaware** )  
 ) SS.:  
COUNTY OF **New Castle** )

On this, the 24<sup>th</sup> day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared **Kathleen A. Padalini**, who being by me duly sworn, says that (s)he is the **Financial Services Officer** of WILMINGTON TRUST COMPANY, that said instrument was signed on January \_\_, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: **KIM CARROLL**  
Notary Public **Notary Public - State of Delaware**  
My Commission Expires **My Comm. Expires May 28, 2006**  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January \_\_, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on January \_\_\_\_, 2005 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Connecticut )  
 ) SS.:  
COUNTY OF Hartford )

On this, the 25 day of January, 2005, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on January \_\_\_\_, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in Vernon, CT

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COM. EXPIRES MARCH 31, 2005

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/28/05



\_\_\_\_\_  
Robert W. Alvord